

# WELLPOINT HEALTH NETWORKS

CORPORATE LEGAL DEPARTMENT

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### FAX COVER SHEET

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DATE:

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COMMENTS:

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If this fax is not received in its entirety, please call Peggy Mahoney at 805-557-6113.

# DISCLOSURE SCHEDULES OF WELLPOINT HEALTH NETWORKS INC.

Terms not otherwise defined herein shall have the meaning set forth in the Agreement and Plan of Merger dated as of November \_\_\_, 2001 by and between WellPoint Health Networks Inc., CF Acquisition Corp. and CareFirst, Inc.

The mere inclusion of an item in this Purchaser Disclosure Schedule as an exception to a representation or warranty shall not be deemed an admission by Purchaser that such item represents a material exception or fact, event or circumstance or that such item is reasonably likely to result in a Material Adverse Effect.

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State of

## Schedule 5.1

# Organization, Qualification and Authorization

#### (a) and (d)

C	Incorporation
Company Affiliated Healthcare, Inc.	Texas
AHI Healthcare Corporation	Texas
American Managing Company	Texas
BCC Holdings Corporation, Inc.	California
BC Life & Health Insurance Company	California
	Georgia
Blue Cross and Blue Shield of Georgia, Inc.	Georgia
Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	California
Blue Cross of California	Georgia
Cerulean Companies, Inc.	California
Comprehensive Integrated Marketing Services	Massachusetts
Cost Care, Inc.	Delaware
Foxfield Ventures II, Inc.	Georgia
Greater Georgia Life Insurance Company	Georgia
Group Benefits of Georgia, Inc.	Illinois (LLC)
Health Ventures Partner, LLC	Virginia
National Capital Health Plan, Inc.	Maryland
UNICARE National Capital Preferred Provider Organization, Inc.	Mai yiand
(approximately 78% ownership interest)	California
Park Square I, Inc.	California
Park Square II, Inc.	California
Park Square Holdings, Inc.	•
Precision Rx, Inc.	Texas
Professional Claim Services, Inc.	New York
TriState Inc.	Delaware
UNICARE Health Plan of Oklahoma, Inc.	Oklahoma
UNICARE Health Plan of Virginia, Inc.	Virginia
UNICARE Health Plans	Illinois (partnership)
UNICARE Health Plans of the Midwest, Inc.	Illinois
UNICARE Health Insurance Company of the Midwest	Illinois
UNICARE Life & Health Insurance Company	Delaware
UNICARE Illinois Services, Inc.	Illinois
UNICARE National Services, Inc.	Delaware
UNICARE of Texas Health Plans, Inc.	Texas
UNICARE Service Co.	California
UNICARE Specialty Services, Inc.	Delaware
WellPoint Association Services Group, Inc.	Washington
WellPoint Behavioral Health, Inc.	Delaware
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WellPoint California Services, Inc. WellPoint Dental Services, Inc. WellPoint Development Company, Inc. Delaware Delaware Delaware

[Additional entities to come]

Purchaser owns, directly or indirectly, 100% of the outstanding equity interest of each of the above-named entities, other than as noted.

(c)

Foreign Corporation Qualifications

WellPoint Health Networks Inc.
Arizona (withdrawal application currently in process)
Colorado (withdrawal application currently in process)
California
Nevada

WellPoint California Services, Inc. California

UNICARE National Services, Inc. California Massachusetts

UNICARE Specialty Services, Inc. California

WellPoint Foundation California

Blue Cross of California District of Columbia

Comprehensive Integrated Marketing Services Texas

WellPoint Behavioral Health, Inc. California Texas

WellPoint Development Company, Inc. Arizona California Georgia

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Illinois Kentucky Maryland Massachusetts Nevada New Jersey Ohio Texas

# Professional Claim Services, Inc.

Alabama California

Georgia

Idaho

Missouri

Nevada

New Jersey

North Carolina

Ohio

Pennsylvania

South Carolina

### Cost Care, Inc.

Alabama

Arizona

Arkansas

California

Colorado

Georgia

Illinois

Louisiana

Mississippi

Missouri

Nevada

North Carolina

Oklahoma

Rhode Island

South Carolina

Texas

Virginia

Precision Rx, Inc.

(Precision Rx is licensed as a non-resident mail order pharmacy in approximately 40 states and has foreign corporation qualifications in those states that require additional qualification)

UNICARE Life & Health Insurance Company

(UL&H has Certificates of Authority to transact insurance business in all 50 states and has obtained foreign corporation qualifications in those states that require additional qualification)

Grenter Georgia Life Insurance Company (foreign corporation qualification states to come)

WellPoint Association Services Group, Inc. California

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# No Violations; Consents and Approvals

- Approval of the Blue Cross Blue Shield Association (the "BCBSA") of the 1. consummation of the transactions contemplated by this Agreement (including the acquisition by the foundations of greater than 5% of Purchaser's outstanding Common Stock) pursuant to Purchaser's license agreements therewith.
- Purchaser will be required to provide notification to the California Department of 2. Managed Health Care.

# Capitalization; Valid Issuance

- There are outstanding approximately \$218,000,000 in aggregate principal amount 1. at maturity of Purchaser's Zero Coupon Convertible Subordinated Debentures (the "Debentures"). The Debentures are convertible into Purchaser Common Stock at the option of the debentureholder. Conversions of Debentures may occur at any time prior to or after the Effective Time.
- outstanding options and 2. Purchaser has approximately\_ restricted share right grants under its employees stock incentive plans.

## Litigation; Judicial Proceedings

- Purchaser has received a civil investigative demand from the Illinois Attorney
  General regarding business practices of Purchaser's affiliates, UNICARE Health
  Plans of the Midwest and UNICARE Health Insurance Company of the Midwest,
  which currently appears to be related to provider networks with respect to
  individual health policies.
- 2. Anethesia Care Associates Medical Group, Inc., et al. v. Blue Cross of California and Burbank Podiatry Associates Group, APC, et al v. Blue Cross of California.

### Employee Plans

Purchaser maintains a Section 125 Cafeteria Plan for the benefit of its various employees, including medical insurance, dental insurance, vision insurance, group term life insurance, voluntary life insurance, dependent life insurance, short-term and long-term disability insurance, accidental death and dismemberment insurance, flexible spending accounts and dependent care spending accounts.

Adoption assistance program

Flex time

Employee assistance and Work/Life program

MedCall

Work on Wellness Program (health club fee, smoking cessation and weight loss reimbursement program)

Pension Accumulation Plan (cash-balance retirement plan)

Defined contribution pension plan for certain employees covered by collective bargaining agreement

Tuition Assistance Program

401(k) Retirement Savings Plan

Employee Stock Purchase Plan

Jury Duty Pay

Leave of Absence Plans

Officer Physical Exams

Group universal life insurance for officers

Comprehensive Executive Non-qualified Retirement Plan (deferred compensation plan)

Paid Time Off (effective January 1, 2002)

Company holidays

Retiree medical insurance and other benefits

Board of Directors Deferred Compensation Plan

1999 Stock Incentive Plan

2000 Employee Stock Option Plan

Executive Officer Annual Incentive Plan (Section 162(m) bonus plan)

Officer Change-in-Control Plan

Officer Severance Plan

Management Bonus Plan

Supplemental Executive Retirement Plan for certain executive officers

Amended and Restated Employment Agreement dated as of February 10, 1999 between Purchaser and Leonard D. Schaeffer (as amended)

Amended and Restated Special Executive Retirement Plan dated as of February 10, 1999 for the benefit of Leonard D. Schaeffer (as amended)